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Attorneys for Defendant and Counterclaim-Plaintiff
 THE SHERWIN-WILLIAMS COMPANY

UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF CALIFORNIA

CHIP-MENDER, INC., a California
 corporation,

Plaintiff,

v.

THE SHERWIN-WILLIAMS
 COMPANY, an Ohio corporation,

Defendant.

CASE NO. 05-CV-3465 (PJH)

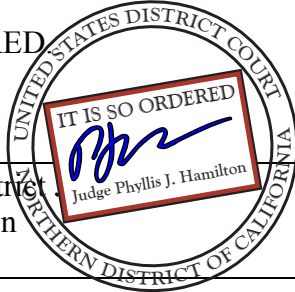
[PROPOSED]
CONSENT ORDER

AND RELATED COUNTERCLAIMS

The parties have settled this case pursuant to and in accordance with the terms of the Settlement Agreement between the parties. The Court therefore dismisses Plaintiff's Complaint and Defendant's Counterclaims with prejudice.

This Court shall retain jurisdiction to interpret and enforce the terms of the Settlement Agreement between the parties in the event of any dispute between the parties.

IT IS SO ORDERED



United States District
Phyllis J. Hamilton

DATED: March 22, 2007

CHIP-MENDER, INC.

By: _____/s/
Stefani E. Shanberg

DATED: March 21, 2007

Attorneys for Plaintiff and Counterclaim-Defendant

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THE SHERWIN-WILLIAMS COMPANY

By: _____/s/
Peter N. Larson

DATED: March 21, 2007

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ATTESTATION PURSUANT TO GENERAL ORDER 45

I, Stefani E. Shanberg, attest that I obtained the concurrence of Peter N. Larson in filing this document.

I declare under penalty of perjury of the laws of the United States that the foregoing is true and correct.

Executed this 21st day of March, 2007 at San Francisco, California.

/s/
Stefani E. Shanberg